

EXHIBIT W

STATEMENT OF PROPOSED LAND EXCHANGE/PURCHASE BETWEEN
THE U.S. FISH AND WILDLIFE SERVICE AND ITC MIDWEST LLC/DAIRYLAND
POWER COOPERATIVE

This statement of the proposed land exchange/purchase is intended to assure that all parties are in agreement of the description of the realty transaction being proposed.

The proposed land exchange between the United States Fish and Wildlife Service (“FWS”) and ITC Midwest LLC and Dairyland Power Cooperative (collectively, “Utilities”) will include the following terms:

- FWS will transfer by deed, 19.84 acres of land (“Project Corridor”) located within the Upper Mississippi River National Wildlife and Fish Refuge (“Refuge”) and as depicted and described in the Schnoor-Bonifazi Plat of Survey dated August 25, 2021 to the Utilities.
- The Utilities will transfer by deed, 35.69 acres of the “Wagner” parcel depicted and described in the Bolton & Menk Plat of Survey dated July 18, 2020 to the FWS.
- The specific language in the deed will be developed to give effect to the following additional terms (“Agreement”):
 - The Utilities will use the Project Corridor solely for the construction, operation and maintenance of the Cardinal-Hickory Creek 345 kV Project (“Project”), unless another use is authorized in writing by the Regional Director.
 - Should the Project Corridor, after initial energization, no longer be used for the Project for a period of 2 years, the Project Corridor shall revert to USFWS, unless another use is authorized in writing by the Regional Director.
 - The Utilities will conduct vegetation management on the Project Corridor in accordance with the "ITC Midwest LLC – Vegetation Management Plan - Cardinal Hickory Creek 345 kV Transmission Project in the Upper Mississippi River National Wildlife and Fish Refuge" attached to the 2020 Right-of-Way Permit as Exhibit 1. The vegetation management plan will be reviewed and updated every five years by the Utilities and Refuge staff.
 - The Utilities will restore the lands at the existing Stoneman crossing in accordance with the Cardinal to Hickory Creek Transmission Line Project – Final Restoration Plan for the Upper River Refuge near Turkey River, Iowa, attached to the 2020 Right-of-Way Permit as Exhibit 2. The Utilities will abandon the existing Stoneman crossing transmission corridor and release the existing two United States Army Corps easements after the Project has been constructed in the Project Corridor.
 - For the portion of Oak Road that is part of the Project Corridor, the Utilities will allow continued use of the road; provided such continued use does not

interfere with the Project; and further provided that the FWS authorizes use of the remaining portions of Oak Road via a Special Use Permit.

- The Utilities will immediately report any cultural and/or paleontological resources (historic or prehistoric sites or objects including burials or skeletal material) discovered by the Utilities, or any person working on their behalf, in the Project Corridor by contacting the designated governmental official. The Utilities shall suspend all operations in the immediate area of such discovery until written authorization to proceed is issued by the designated governmental official.
- Due to known bald eagle territories and active nests in the vicinity of the Project Corridor, the Utilities will consult with FWS Migratory Bird Program and obtain any necessary permits for all work planned or conducted within the Project Corridor between the months of February and July, prior to the work being undertaken.
- As appropriate, the FWS and Utilities will include terms in the deed to give effect to the Conditions 1-7, 10-17, 19 and 20 of the 2020 Right-of-Way Permit.
- FWS shall have the right to inspect the Project Corridor to ensure compliance with the Agreement. The FWS shall have the right to seek equitable relief in court to enforce material terms of this agreement.

SIGNATURE PAGES FOLLOW

UNITED STATES FISH AND WILDLIFE SERVICE

SABRINA CHANDLER

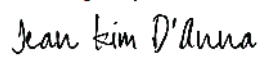
Digitally signed by SABRINA CHANDLER

Date: 2021.10.29 10:55:18 -05'00'

Area Supervisor/Refuge Manager

Date

ITC MIDWEST LLC, a Michigan limited liability company
By: ITC Holdings Corp., its sole member

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By 
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10/25/2021 | 6:13:35 PM EDT

Jean Kim D'Anna
Vice President and Deputy General Counsel, Legal Services

Date

DAIRYLAND POWER COOPERATIVE

By Steve Schauer 10/26/2021

Steve Schauer
Manager, Real Estate and Right of Way

Date